

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	x
STEPHEN GRAY, individually and on	:
behalf of all others similarly situated,	:
	:
Plaintiff,	:
v.	:
	:

CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 20,	:
	:
Defendants.	:

SHAUN ROSE, Individually and On	:
Behalf of All Others Similarly Situated,	:
	:
Plaintiff,	:
v.	:
	:

CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 10,	:
	:
Defendants.	:

MEREDITH TRANBERG, individually	:
and on behalf of all others similarly situated	:
	:
Plaintiff,	:
v.	:
	:

CITIGROUP INC., CHARLES PRINCE,	:
THE PLANS ADMINISTRATIVE	:
COMMITTEE OF CITIGROUP INC.,	:
THE 401(k) INVESTMENT	:
COMMITTEE, and JOHN DOES 1 - 20,	:
	:
Defendants.	:

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 ANTON RAPPOLD, individually and on behalf of all others similarly situated, :
 Plaintiff, : Civil Action No: 07 Civ. 10396
 v. :
 CITIGROUP INC., CITIBANK, N.A., :
 CHARLES PRINCE, THE PLANS :
 ADMINISTRATIVE COMMITTEE OF :
 CITIGROUP INC., THE 401(k) :
 INVESTMENT COMMITTEE, and JOHN :
 and JANE DOES 1 - 10, :
 Defendants. :
 -----x
 SAMIER TADROS, on Behalf of All :
 Others Similarly Situated, :
 Plaintiff, : Civil Action No: 07 Civ. 10442
 v. :
 CITIGROUP INC., CHARLES O. :
 PRINCE, C. MICHAEL ARMSTRONG, :
 ALAIN J.P. BELDA, GEORGE DAVID, :
 KENNETH T. DERR, JOHN M. DEUTCH, :
 ROBERTO HERNANDEZ RAMIREZ, :
 ANN DIBBLE JORDAN, KLAUS :
 KLEINFELD, ANDREW N. LIVERIS, :
 ANNE MULCAHY, RICHARD D. :
 PARSONS, JUDITH RODIN, ROBERT E. :
 RUBIN, ROBERT E. RUBIN, FRANKLIN :
 A. THOMAS, JOHN DOES 1-20 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE PLANS ADMINISTRATIVE :
 COMMITTEE OF CITIGROUP INC.) :
 and JOHN DOES 21-40 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE INVESTMENT COMMITTEE :
 OF THE CITIGROUP INC. 401(K) PLAN), :
 Defendants. :
 -----x

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STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :
: Plaintiff, : Civil Action No: 07 Civ. 10458
v. :
: :
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
: Defendants. :
-----X

JAMES BOLLA, individually and on behalf :
of all others similarly situated, :
: Plaintiff, : Civil Action No: 07 Civ. 10461
v. :
: :
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
: Defendants. :
-----X

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MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :
:
Plaintiff, : Civil Action No: 07 Civ. 10472
v. :
:
CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALLE E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :
:
Defendants. :
-----X

-----x
 ALAN STEVENS, on Behalf of Himself :
 and All Others Similarly Situated, :
 :
 Plaintiff, : Civil Action No: 07 Civ. 11156
 v. :
 :
 CITIGROUP INC., CITIBANK, N.A, :
 CHARLES PRINCE, C. MICHAEL :
 ARMSTRONG, ALAIN J.P. BELDA, :
 GEORGE DAVID, KENNETH T. DERR, :
 JOHN M. DEUTCH, PETER JOHNSON, :
 ROBERTO HERNANDEZ RAMIREZ, :
 ANDREW N. LIVERIS, ANNE :
 MULCAHEY, RICHARD D. PARSONS, :
 JUDITH RODIN, ROBERT E. RUBIN, :
 ROBERT L. RYAN, FRANKLIN A. :
 THOMAS, THE PLANS :
 ADMINISTRATION COMMITTEE OF :
 CITIGROUP, INC., THE INVESTMENT :
 COMMITTEE and JOHN DOES 1-30, :
 :
 Defendants. :
 -----x
 STEPHEN GOLDSTEIN, on Behalf of :
 Himself and a Class of Persons Similarly :
 Situated, :
 :
 Plaintiff, : Civil Action No: 07 Civ. 11158
 v. :
 :
 CITIGROUP INC., THE PLANS :
 ADMINISTRATION COMMITTEE OF :
 CITIGROUP, INC., MICHAEL E. :
 SCHLEIN, CHARLES PRINCE, C. :
 MICHAEL ARMSTRONG, ALAIN J.P. :
 BELDA, GEORGE DAVID, KENNETH T. :
 DERR, JOHN M. DEUTCH, ROBERTO :
 HERNANDEZ RAMIREZ, ANDREW N. :
 LIVERIS, ANNE MULCAHEY, :
 RICHARD D. PARSONS, JUDITH :
 RODIN, ROBERT E. RUBIN, ROBERT L. :
 RYAN, AND FRANKLIN A. THOMAS, :
 And JOHN DOES 1-30, :
 :
 Defendants. :
 -----x

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CHRIS SOUTHARD, on Behalf of All	:	
Others Similarly Situated,	:	
	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11164
v.	:	
	:	
CITIGROUP INC., CHARLES O.	:	
PRINCE, C. MICHAEL ARMSTRONG,	:	
ALAIN J.P. BELDA, GEORGE DAVID,	:	
KENNETH T. DERR, JOHN M. DEUTCH,	:	
ROBERTO HERNANDEZ RAMIREZ,	:	
ANN DIBBLE JORDAN, KLAUS	:	
KLEINFELD, ANDREW N. LIVERIS,	:	
ANNE MULCAHY, RICHARD D.	:	
PARSONS, JUDITH RODIN, ROBERT E.	:	
RUBIN, ROBERT E. RUBIN, FRANKLIN	:	
A. THOMAS, JOHN DOES 1-20 (BEING	:	
CURRENT AND FORMER MEMBERS	:	
OF THE PLANS ADMINISTRATIVE	:	
COMMITTEE OF CITIGROUP INC.)	:	
and JOHN DOES 21-40 (BEING	:	
CURRENT AND FORMER MEMBERS	:	
OF THE INVESTMENT COMMITTEE	:	
OF THE CITIGROUP INC. 401(K) PLAN),	:	
	:	
Defendants.	:	
FRANCIA BRICK, individually and on	:	
Behalf of all others similarly situated,	:	
	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11369
v.	:	
	:	
CITIGROUP INC., CHARLES PRINCE,	:	
THE PLAN'S ADMINISTRATIVE	:	
COMMITTEE OF CITIGROUP, INC.,	:	
THE 401(k) INVESTMENT COMMITTEE,	:	
And JOHN DOES 1-10,	:	
	:	
Defendants.	:	

[PROPOSED] PRETRIAL ORDER NO. 1

WHEREAS, the above-referenced actions allege breaches of fiduciary duty in violation of the Employee Retirement Income Security Act of 1974 (“ERISA”) involving the Citigroup Corporation 401(k) Plan and the Citibuilder 401(k) Plan for Puerto Rico (the “Plans”), defined contribution plans established and/or sponsored by Citigroup, Inc. (“Citigroup”) as a benefit for its employees;

WHEREAS, the Court has determined that any substantially similar future actions should be consolidated with these actions and that the appointment of Interim Co-Lead Counsel and Interim Liaison Counsel is appropriate and consistent with Federal Rule of Civil Procedure 23(g) and the recommendations of the MANUAL FOR COMPLEX LITIGATION (4th ed. 2004);

I. CONSOLIDATION OF RELATED ACTIONS

1. The above-captioned actions and any action arising out of the same operative facts and alleging causes of action under ERISA now pending, or hereafter filed in or transferred to this Court, are hereby consolidated pursuant to Fed. R. Civ. P. 42(a) (“Consolidated Action”). They shall be referred to collectively as *In re Citigroup, Inc. ERISA Litigation*, Master File No. 07-CV-9790 (SHS).

II. CAPTION OF CASES

2. Every pleading in the Consolidated Action shall bear the following caption:

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE CITIGROUP, INC. ERISA LITIGATION)	MASTER FILE NO. 07-CV-9790 (SHS)
THIS DOCUMENT RELATES TO:)	
)	
)	
)	

3. When a pleading or other court paper filed in the Consolidated Action is intended to apply to all actions therein, the words "All Actions" shall appear immediately after the words "THIS DOCUMENT RELATES TO:" in the caption set out above. When a pleading or other court paper is intended to be applicable to less than all such actions, the party filing the document shall indicate, immediately after the words "THIS DOCUMENT RELATES TO:" the action(s) to which the document is intended to be applicable by last name of the plaintiff(s) and the docket number(s).

III. MASTER DOCKET

4. A Master Docket is hereby established for the Consolidation Action, including actions subsequently consolidated herein pursuant to this Order. Entries in the Master Docket shall be applicable to the Consolidated Action, and entries shall be made therein in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order.

5. When a pleading is filed and the caption, pursuant to this Order, shows that it is applicable to "All Actions," the Clerk shall file such pleading in the Master File and note such filing in the Master Docket. No further copies need be filed nor other docket entries made.

6. When a paper is filed and the caption shows that it is applicable to fewer than "All Actions," the Clerk shall file the original of the paper in the Master File and a copy in the file of each separate action to which it applies and shall note such filing in the Master Docket and in the docket of each separate action. The party filing such paper shall supply the Clerk with sufficient copies of any such paper to permit compliance with this paragraph.

IV. MASTER FILE AND SEPARATE ACTIONS

7. A Master File is hereby established for the consolidated proceedings in the Consolidated Action. The Master File shall be Civil Action No. 07-CV-9790 (SHS). The

original of this Order shall be filed by the Clerk in the Master File herein established. The Clerk shall maintain a separate file for each of the Consolidated Actions that may be filed and filings shall be made in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order. The Clerk shall file a copy of this Order in each such separate file. The Clerk shall send a copy of this Order to counsel of record in each of the Consolidated Actions that may be filed.

V. NEWLY FILED OR TRANSFERRED ACTIONS

8. When a case that arises out of the same operative facts as the Consolidated Action is hereinafter filed in or transferred to this Court, it shall be consolidated with these actions as provided in Section I above and the Clerk of the Court shall:

- (a) File a copy of this Order in the separate file for such action;
- (b) Send a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed or transferred case; and
- (c) Make the appropriate entry in the Master Docket.

9. This Court requests the assistance of counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that might properly be consolidated as part of this litigation.

VI. APPLICATION OF THIS ORDER TO SUBSEQUENT CASES

10. This Order shall apply to each class action assigned to the undersigned alleging claims similar to those set forth in these actions and brought on behalf of the Plan and/or participants in or beneficiaries of the Plan. This Order shall apply to each such case which is subsequently filed in or transferred to this Court, and which is assigned to the undersigned,

unless a party objecting to the consolidation of that case or to any of its provisions within ten (10) days after the date on which the Clerk mails a copy of this Order to the Counsel of that party. The provisions of this Order shall apply to such action pending the Court's ruling on the application.

11. Unless a plaintiff in a subsequently filed or transferred case is permitted by the Court to use a separate complaint, defendants shall not be required to answer, plead or otherwise move with respect to that complaint. If a plaintiff in any such case is permitted to use a separate complaint, each defendant shall have thirty (30) days from the date the Court grants such permission within which to answer, plead or otherwise move with respect to that complaint.

VII. ORGANIZATION OF COUNSEL

12. The Court designates the following Interim Co-Lead Counsel and Interim Liaison Counsel for the Consolidated Action, with the responsibilities hereinafter described:

(a) As Interim Co-Lead Counsel:

**Schiffрин Barroway
Topaz & Kessler, LLP**
280 King of Prussia Road
Radnor, PA 19087
Telephone: (610) 667-7706
Facsimile: (610) 667-7056

Schatz Nobel Izard, P.C.
20 Church Street, Suite 1700
Hartford, CT 06103
Telephone: (860) 493-6292
Facsimile: (860) 493-6290

(b) As Interim Liaison Counsel:

Dealy & Silberstein, LLP
Milo Silberstein (MS 4637)
225 Broadway, Suite 1405
New York, NY 10007
Telephone: (212) 385-0066
Facsimile: (212) 385-2117

13. Interim Liaison Counsel in the Consolidated Action is charged with administrative matters such as receiving and distributing pleadings, notices, orders, motions and briefs, and advising parties of developments in the case. Defendants may satisfy their service obligations as to all of plaintiffs' counsel under Fed. R. Civ. P. 5(a) by serving Interim Liaison Counsel.

14. Interim Co-Lead Counsel shall have the authority over the following matters on behalf of all plaintiffs in those respective actions: (a) convening meetings of counsel; (b) initiating, responding to, scheduling, briefing, and arguing of all motions; (c) determining the scope, order, and conduct of all discovery proceedings; (d) assigning such work assignments to other counsel as they may deem appropriate; (e) retaining experts; (f) designating which attorneys may appear at hearings and conferences with the Court; (g) conducting settlement negotiations with defendants; and (h) other matters concerning the prosecution or resolution of their case.

VIII. INTERIM LEAD PLAINTIFFS

15. Shaun Rose and Mark Geroulo are appointed Interim Lead Plaintiffs.

IX. SCOPE OF ORDER

16. The terms of this Order shall not have the effect of making any person, firm or entity a party to any action in which he, she or it has not been named, served or added as such in accordance with the Federal Rules of Civil Procedure. The terms of this Order and the consolidation ordered herein shall not constitute a waiver by any party of any claims or defenses to any action.

X. PRELIMINARY SCHEDULE OF PROCEEDINGS

17. Following the entry of this Order the Parties shall meet and confer for the purpose of developing a case management order for the orderly progress of this litigation.

Dated: New York, New York
_____, 2008

SO ORDERED:

Sidney H. Stein, U.S.D.J.